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山東晨鳴紙業集團股份有限公司
SHANDONG CHENMING PAPER HOLDINGS LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1812)

2021 年 度 年 終 大 會 通 告

NOTICE IS HEREBY GIVEN THAT the 2021 annual general meeting (the “**AGM**”) of Shandong Chenming Paper Holdings Limited* (the “**Company**”) will be held at 2:30 p.m. on Wednesday, 11 May 2022, at the conference room of the research and development centre of the Company, No. 2199 Nongsheng Road East, Shouguang City, Shandong Province, the People’s Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

ORDINARY RESOLUTIONS

1. The report of the Board of the Company for the year 2021
2. The report of the supervisory committee of the Company for the year 2021
3. The report of independent Directors of the Company for the year 2021
4. The full text of the 2021 annual report of the Company and its summary
5. The 2021 financial report of the Company
6. Resolution of the Company not to distribute any profit for the year 2021
7. The appointment of the auditors for 2022
8. The 2021 annual remuneration scheme of the Directors, supervisors and the senior management
9. The application to financial institutions for general credit lines for the year
10. The commencement of the factoring business in respect of accounts receivable
11. The expected provision of guarantee amount for subsidiaries for the year 2022
12. The provision of external guarantee

13. The amendment to the Measures for Administration of Independent Directors
14. The amendment to the Special System to Take Precautions Against Controlling Shareholders and Related Parties from Embezzling the Company's Fund
15. The amendment to the Decision Making System to Substantial Transaction
16. The amendment to the Decision Making System to External Guarantee

SPECIAL RESOLUTIONS

17. The amendments to the Articles of Association
18. The amendments to the Articles of Association (Draft, applicable after changing the listing venue of B Shares)
19. The amendments to the Procedural Rules of the General Meeting
20. The amendments to the Procedural Rules of the Board Meeting
21. The amendments to the Procedural Rules of Supervisors Meeting
22. General mandate in relation to the issue of new shares

“THAT:

- (a) subject to the following conditions, the general mandate is granted to the Board to allot, issue and deal in additional A Shares, B Shares and/or H Shares in the share capital of the Company:
 - (i) the Board shall allot, issue and deal in or agree conditionally or unconditionally to allot, issue or deal in A Shares, B Shares and/or H Shares of the Company of not more than 20% of the respective number of A Shares, B Shares, H Shares and/or preference shares in issue pursuant to the general mandate;
 - (ii) the Board shall only exercise the general mandate upon obtaining all necessary approvals from government and/or regulatory authorities, if any, and in accordance with applicable laws (including, but not limited to, the Company Law of the PRC and the Rules Governing the Listing of Securities (the “**L**...**R**...”) on The Stock Exchange of Hong Kong Limited (“**H**...**K**...**S**...**E**...”));
 - (iii) the general mandate shall always be effective until the earliest of: (1) the conclusion of the next annual general meeting of the Company; or (2) the expiration of the 12-month period following the passing of this resolution; or (3) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting; and
- (b) the Board is authorised to approve, execute and do or procure to be executed and done all such documents, deeds and matters as it may consider necessary or expedient in connection with the exercise of general mandate to allot and issue any new share as mentioned under paragraph (a) of this resolution.
- (c) “**R**...**P**...” means the period from the date of passing of this resolution until the earliest of
 - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the 12-month period following the passing of this resolution; or
 - (iii) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

(d) for the purpose of this resolution:


“**A 股 (A Share)**” means the domestic listed domestic share(s) in the share capital of the Company with a RMB-denominated nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in RMB.

“**B 股 (B Share)**” means the domestic listed foreign share(s) in the share capital of the Company with a RMB-denominated nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in Hong Kong dollars.

“**H 股 (H Share)**” means the overseas listed foreign share(s) in the share capital of the Company with a RMB-denominated nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars.

By order of the Board

Shandong, the PRC
31 March 2022

 Chairman

Shandong, the PRC
31 March 2022

* For identification purposes only

Notes:

1. The register of members of the Company will be temporarily closed from 5 May 2022 to 11 May 2022 (both days inclusive) during which no transfer of H shares of the Company will be registered in order to determine the list of holders of H shares of the Company for attending the AGM. The last lodgement for the transfer of the H shares of the Company should be made on Wednesday, 4 May 2022 at Computershare Hong Kong